

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JULY 27, 2009, AT 10:30 A.M. BEFORE THE
HONORABLE JUDITH K. FITZGERALD IN WILMINGTON, DELAWARE**

**Any party participating telephonically must make arrangements through
CourtCall by telephone (866-582-6878) or facsimile (866-533-2946),
no later than 12:00 p.m., two (2) business days before the hearing.**

CONTINUED MATTERS

1. Debtors' Objection to Claim Filed By Massachusetts Department of Revenue [Filed: 1/28/08] (Docket No. 17905)

Related Documents:

- a. [Signed] Order Continuing Debtors' Objection to Claim Filed by Massachusetts Department of Revenue [Filed: 5/1/09] (Docket No. 21500)

Response Deadline: April 13, 2007, at 4:00 p.m.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Responses Received:

- a. Response in Opposition By Commissioner of Massachusetts Department of Revenue to Debtors' Objection to the Claim Filed By Massachusetts Department of Revenue [Filed: 4/13/07] (Docket No. 15170)

Status: This matter is continued to August 24, 2009, at 10:30 a.m.

2. Amended Debtors' Twenty-Fifth Omnibus Objection to Claims (Substantive and Non-Substantive) [Filed: 8/26/08] (Docket No. 19378)

Related Documents:

- a. [Signed] Order Continuing Debtors' Twenty-Fifth Omnibus Objection to Claims (Substantive and Non-Substantive) [Filed: 4/2/09] (Docket No. 21176)

Response Deadline: September 12, 2008, at 4:00 p.m. (*extended until September 26, 2008 for A/N*)

Responses Received:

- a. Response of Seaton Insurance Company to Debtors' Amended Twenty-Fifth Omnibus Objection to Claims (Substantive and Non-Substantive) [Filed: 9/4/08] (Docket No. 19461)
- b. Response By New York State Department of Taxation and Finance to Debtors' Twenty Fifth Omnibus Objection to Claims [Filed: 9/5/08] (Docket No. 19469)
- c. Response of Commonwealth of Pennsylvania, Department of Revenue to Debtor's Twenty-Fifth Omnibus Objection to Claims [Filed: 9/11/08] (Docket No. 19523)
- d. Missouri Department of Revenue's Response to Debtors' Twenty-Fifth Omnibus Objection to Claims [Filed: 9/11/08] (Docket No. 19524)
- e. Indiana Department of Revenue's (IDR) Response to Objection to Claim [Filed: 9/17/08] (Docket No. 19554)
- f. Creditor Gloria Munoz's Response to Debtors' Twenty-Fifth Omnibus Objection to Claims (Substantive and Non-Substantive) and Memorandum in Support of Thereof [Filed: 9/17/08] (Docket No. 19557)

Status: This matter is continued to August 24, 2009, at 10:30 a.m.

RESOLVED MATTERS:

3. Debtors' Substantive and Non-Substantive Objection to Claims Filed By Madison Complex, Inc. [Filed: 5/22/09] (Docket No. 21848)

Related Documents:

- a. [Proposed] Order Disallowing and Expunging Certain Claims Filed By Madison Complex Inc. [Filed: 5/22/09] (Docket No. 21848)

- b. Declaration of Lynne Gardner in Support of the Debtors' Substantive and Non-Substantive Objection to Claims Filed By Madison Complex, Inc. [Filed: 5/28/09] (Docket No. 21888)
- c. **Stipulation Resolving Claims of Madison Complex, Inc. (Claim Nos. 6079 and 18499) [Filed: 7/20/09] (Docket No. 22554)**

Response Deadline: Extended to July 10, 2009 (*extended until July 13, 2009, at 10:00 a.m.*)

Responses Received: None as of the date of this Notice of Agenda.

Status: This matter has been resolved.

MATTERS GOING FORWARD:

- 4. Debtors' Motion for a Protective Order and Objections to Anderson Memorial's Notice of Deposition of Mark Shelnitz [Filed: 6/4/09] (Docket No. 21991)

Related Documents:

- a. [Proposed] Protective Order [Filed: 6/4/09] (Docket No. 21991, Exhibit 2)

Response Deadline: July 10, 2009, at 4:00 p.m.

Responses Received:

- a. **Anderson Memorial Hospital's Response to Debtors' Motion for a Protective Order and Objections to Anderson Memorial's Notice of Deposition of Mark Shelnitz [Filed: 7/13/09] (Docket No. 22436)**

Status: This matter will go forward.

- 5. Libby Claimants' Motion to Reconsider Modified Order Granting in Part Motion of Arrowood Indemnity Company, F/K/A Royal Indemnity Company to Strike Whitehouse Expert Report or, Alternatively, Compel the Production of Documents and Databases on Which He Relies and for Entry of a Confidentiality Order [Filed: 6/8/09] (Docket No. 22017)

Related Documents:

- a. [Proposed] Order Granting Libby Claimants' Motion to Reconsider Modified Order Granting in Part Motion of Arrowood Indemnity Company, F/K/A Royal Indemnity Company to Strike Whitehouse Expert Report or, Alternatively, Compel the Production of Documents and Databases on Which He Relies and for Entry of a Confidentiality Order [Filed: 6/8/09] (Docket No. 22017)

Response Deadline: July 10, 2009, at 4:00 p.m.

Responses Received:

- a. Debtors' Response to Libby Claimants' Motion to Reconsider Order Granting in Part Arrowood's Motion to Strike Whitehouse Report [Filed: 7/10/09] (Docket No. 22388)

- b. Opposition to Libby Plaintiff Lawyers' Motion to Reconsider Order Granting in Part Arrowood's Motion to Strike Whitehouse Report [Filed: 7/10/09] (Docket No. 22390)

Replies Received:

- a. **Libby Claimants' Reply Brief in Support of Motion to Reconsider [Filed: 7/15/09] (Docket No. 22466)**

Status: This matter will go forward.

- 6. Debtors' Motion for an Order Approving Settlement Agreement and Mutual Release with the Royal Parties [Filed: 6/17/09] (Docket No. 22153)

Related Documents:

- a. [Proposed] Order Pursuant to Sections 105, 1107 and 1108 of the Bankruptcy Code and Rules 2002, 6004, 9014 and 9019 of the Federal Rules of Bankruptcy Procedure Authorizing and Approving the Debtors Entering Into the Settlement Agreement with the Royal Parties [Filed: 6/17/09] (Docket No. 22153, Exhibit 1)
- b. **Libby Claimants' Motion to Defer Consideration of Debtors' Motion to Approve Settlement with Royal Parties [Filed: 7/10/09] (Docket No. 22398)**
 - (i) **[Proposed] Order Approving Motion to Defer Consideration of Debtors' Motion to Approve Settlement with Royal Parties [Filed: 7/10/09] (Docket No. 22398)**
 - (ii) **[Signed] Order Amended Order Entered at Doc. 22459 Shortening Time on Libby Claimants' Motion to Defer Consideration of Debtors' Motion to Approve Settlement with Royal Parties [Filed: 7/15/09] (Docket No. 22461)**
- c. **Libby Claimants' Motion to Compel Debtors and Arrowood to Respond to Discovery Requests in Connection with Debtors' Motion for Order Approving Settlement Agreement with Mutual Release with the Royal Parties [Filed: 7/16/09] (Docket No. 22477)**
 - (i) **[Proposed] Order Granting Libby Claimants' Motion to Compel Debtors and Arrowood to Respond to Discovery Requests in Connection with Debtors' Motion for Order Approving Settlement Agreement with Mutual Release with the Royal Parties [Filed: 7/16/09] (Docket No. 22477)**
 - (ii) **Modified Order for Leave From Case Management Order and to Shorten Notice and Expedite Consideration of Libby Claimants' Motion to Compel Debtors and Arrowood to Respond to Discovery Requests in Connection with Debtors' Motion for Order Approving Settlement Agreement and Mutual Release with the Royal Parties [Filed: 7/17/09] (Docket No. 22500)**

Response Deadline: July 10, 2009, at 4:00 p.m. *(extended until July 14, 2009, at 4:00 p.m. for the Official Committee of Unsecured Creditors)*

Responses Received:

- a. Libby Claimants Objection to Debtors' Motion to Approve Settlement with Royal Parties [Filed 7/10/09] (Docket 22397)
- b. **[Filed Under Seal] Objection of BNSF Railway Company to the Motion for an Order Approving Settlement Agreement and Mutual Release with the Royal Parties [Filed: 7/13/09] (Docket No. 22411)**

Status: This matter will go forward (**Argument limited to 10 minutes per side**).

- 7. Debtors' Objections to Certain Claims Filed By Neutocrete Products, Inc., Neutocrete Systems, Inc. and FTF Crawlspace Specialists, Inc. [Filed: 6/22/09] (Docket No. 22218)

Related Documents:

- a. [Proposed] Order Disallowing and Expunging Certain Claims Filed By Neutocrete Products, Inc., Neutocrete Systems, Inc. and FTF Crawlspace Specialists, Inc. [Filed: 6/22/09] (Docket No. 22218, Exhibit 5)

Response Deadline: July 10, 2009, at 4:00 p.m.

Responses Received: None as of the date of this Notice of Agenda.

Status: The parties will request that this matter be sent to mediation pursuant to the approved ADR procedures in this case.

- 8. Plan Proponents' Joint Expedited Motion in Limine to Exclude the Expert Report and Testimony of Dr. Terry M. Spear [Filed: 6/19/09] (Docket No. 22178)

Related Documents:

- a. [Proposed] Order Granting Motion of the Plan Proponents to Strike Expert Reports and Exclude Testimony of Terry Spear [Filed: 6/19/09] (Docket No. 22178)
- b. [Signed] Modified Order for Leave from Scheduling Order and to Shorten Notice Period on: Plan Proponents' Motion in Limine to Exclude the Expert Report and Testimony of Terry M. Spear [Filed: 6/22/09] (Docket No. 22199)

Response Deadline: July 13, 2009, at 12:00 p.m.

Responses Received:

- a. **Libby Claimants' Objection to Plan Proponents' Motion in Limine to Exclude the Expert Report and Testimony of Dr. Terry M. Spear [Filed: 7/13/09] (Docket No. 22407)**

Replies Received:

- a. **Arrowood's Joinder to Plan Proponents' Motion to Exclude the Expert Report of Dr. Spear and Reply to the Libby Claimants Opposition to the Motion to Strike Dr. Spear [Filed: 7/16/09] (Docket No. 22485)**

Status: This matter will go forward.

PRE-TRIAL CONFERENCE:

9. Pre-Trial Conference on Phase II Issues

Plan Proponents' Phase II Pre-Trial Submissions:

- a. **Plan Proponents' Phase II Pre-Trial Statement [Filed: 7/20/09] (Docket No. 22562) and Description of Plan Proponent Witness Testimony [Filed: 7/20/09] (Docket No. 22564)**
- b. **Plan Proponents' Pre-Trial Exhibit List for the Phase II Confirmation Hearing [Filed: 7/20/09] (Docket No. 22565)**

Plan Objectors' Phase II Pre-Trial Submissions:

- a. **Phase II Pre-Trial Statement of Certain London Market Insurance Companies [Filed: 7/20/09] (Docket No. 22512)**
- b. **The Official Committee of Unsecured Creditors and Bank Lender Group's Joint Pre-Trial Submission for Phase II of the Confirmation Hearing [Filed: 7/20/09] (Docket No. 22513)**
- c. **The State of Montana's Pretrial Submission Regarding Issues to be Raised and Evidence to be Presented By the State of Montana at the Phase II Confirmation Hearing [Filed: 7/20/09] (Docket No. 22517)**
- d. **Hartford's Pre-Trial Statement [Filed: 7/20/09] (Docket No. 22519)**
- e. **Phase II Pre-Trial Submission Statement of the Official Committee of Asbestos Property Damage Claimants [Filed: 7/20/09] (Docket No. 22520)**
- f. **Pre-Trial Submission on Behalf of Allstate Insurance Company, Solely as Successor in Interest to Northbrook Excess and Surplus Insurance Company, Formerly Northbrook Insurance Company [Filed: 7/20/09] (Docket No. 22521)**
- g. **Pre-Trial Submission of the Scotts Company LLC in Connection with Phase II Confirmation Hearing [Filed: 7/20/09] (Docket No. 22522)**
- h. **Phase II Pretrial Submission of the Property Damage Future Claimants' Representative [Filed: 7/20/09] (Docket No. 22524)**
- i. **Pre-Trial Statement Regarding Issues to Be Raised By National Union Fire Insurance Com of Pittsburgh, PA at the Phase II Confirmation Hearing and Evidence Expected to Be Introduced [Filed: 7/20/09] (Docket No. 22525)**
- j. **Pre-Trial Submission of BNSF Railway Company [Filed: 7/20/09] (Docket No. 22526)**
- k. **Pre-Trial Submission of Maryland Casualty Company [Filed: 7/20/09] (Docket No. 22527)**
- l. **CNA's Phase II Pretrial Submission [Filed: 7/20/09] (Docket No. 22528)**
- m. **Acting United States Trustee's Pre-Trial Submission Related to Phase II**

Confirmation Hearing [Filed: 7/20/09] (Docket No. 22529)

- n. Kaneb Pipe Line Operating Partnership, L.P. and Support Terminal Services, Inc.'s Pre-Trial Submissions Pursuant to Order Regarding Phase II Pre-Trial Hearings [Filed: 7/20/09] (Docket No. 22530)**
- o. Pretrial Statement Regarding Issues to Be Raised by the AIU Insurers at the Phase II Confirmation Hearing and Evidence Expected to Be Introduced [Filed: 7/20/09] (Docket No. 22531)**
- p. Phase II Pre-Trial Submission of Morgan Stanley Senior Funding, Inc. Pursuant to Order Regarding Phase II Pre-Trial Proceedings [Filed: 7/20/09] (Docket No. 22532)**
- q. Pre-Trial Submissions of the Edwards Judgment Claimants in Compliance with the Order Regarding Phase II Pre-Trial Proceedings [Filed: 7/20/09] (Docket No. 22533)**
- r. Pre-Trial Submission Regarding Issues, Witnesses and Evidence for the Phase II Confirmation Hearing [Filed: 7/20/09] (Docket No. 22534)**
- s. Pre-Trial Submission of Zurich Insurance Company and Zurich International (Bermuda) LTD [Filed: 7/20/09] (Docket No. 22535)**
- t. Pre-Trial Submission of Longacre Master Fund, LTD and Longacre Capital Partners (QP), L.P., in Connection with Phase II Hearing to Consider Confirmation of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009 [Filed: 7/20/09] (Docket No. 22536)**
- u. Federal Insurance Company's Pretrial Submission of Issues for Phase II of the Confirmation Hearing [Filed: 7/20/09] (Docket No. 22537)**
- v. Pre-Trial Submission and Reservation of Rights By Fresenius Medical Case Holdings, Inc. and National Medical Care, Inc. [Filed: 7/20/09] (Docket No. 22538)**
- w. Travelers Casualty and Surety Company's Phase II Pre-Trial Submission [Filed: 7/20/09] (Docket No. 22539)**
- x. Pretrial Statement Regarding Issues to Be Raised By General Insurance Company of America at the Phase II Confirmation Hearing and evidence to Be Introduced [Filed: 7/20/09] (Docket No. 22540)**
- y. Phase II Pre-Trial Statement of Garlock Sealing Technologies, LLC [Filed: 7/20/09] (Docket No. 22542)**
- z. Notice of Arrowood's Reservation of Rights with Regarding to Pre-Trial Submission [Filed: 7/20/09] (Docket No. 22544)**
- aa. Phase II Pre-Trial Statement of AXA Belgium [Filed: 7/20/09] (Docket No. 22545)**

- bb. Phase II Pre-Trial Submission of Creditors OneBeacon America Insurance Company and Seaton Insurance Company [Filed: 7/20/09] (Docket No. 22547)
- cc. Phase II Pre-Trial Submission of Government Employees Insurance Company and Republic Insurance Company N/K/A Starr Indemnity & Liability Company [Filed: 7/20/09] (Docket No. 22548)
- dd. Anderson Memorial Hospital's Pre-Trial Submission [Filed: 7/20/09] (Docket No. 22557)
- ee. Pre-Trial Submission and Reservation of Rights of Sealed Air Corporation and Cryovac, Inc. [Filed: 7/20/09] (Docket No. 22558)
- ff. Pre-Trial Submission of Fireman's Fund Insurance Company, with Respect to Its "Surety Claim", for Phase II of the Hearing on Confirmation of the First Amended Plan of Reorganization [Filed: 7/20/09] (Docket No. 22559)
- gg. Libby Claimants' Phase II Pre-Trial Submission [Filed: 7/20/09] (Docket No. 22563)

Status: This matter will go forward.

ADDITIONAL MATTERS:

10. Status Conference on Phase I Issues

Status: The parties will give the Court an update on Phase I issues including the status of Insurance Neutrality Negotiations among the parties.

11. Matters with Respect to Additional Information on Solvency

Related Documents:

- a. [Signed] Order Regarding Further Matters Related to the Phase I Confirmation Hearing with respect to Class 9 Impairment [Filed: 7/9/09] (Docket No. 22374)
- b. The Official Committee of Unsecured Creditors and Bank Lender Group's Joint Information Request Concerning Section 1129 Solvency Issues [Filed: 7/9/09] (Docket No. 22374)
- c. Plan Proponents Brief [TBD 7/24/2009]

Status: This matter will go forward.

12. Arrowood's Motion for Relief Against the Libby Claimants Based on Their Designation of Over 100 Witnesses for the Confirmation Hearing [Filed: 7/17/09] (Docket No. 22491)

Related Documents:

- a. Sarah Hargrove's Declaration in Support of Arrowood's Motion for Relief Against the Libby Claimants Based on Their Designation of Over 100 Witnesses for the Confirmation Hearing [Filed: 7/17/09] (Docket No. 22493)

- b. **Modified Order to Shorten Notice and Expedite Consideration of Arrowood's Motion for Relief Against the Libby Claimants Based on Their Designation of Over 100 Witnesses for the Confirmation Hearing [Filed: 7/17/09] (Docket No. 22499)**
- c. **[Proposed] Order Granting Arrowood's Motion for Relief Against the Libby Claimants [Filed: 7/17/09] (Docket No. 22505)**

Response Deadline: Oral objections can be heard at the hearing.

Responses Received: None as of the date of this Notice of Agenda.

Status: This matter will go forward (Arguments limited to 10 minutes per side).

13. **Motion for Leave to File Supplement to Libby Claimants' Objection to First Amended Joint Plan of Reorganization [Filed: 7/10/09] (Docket No. 22386)**

Related Documents:

- (i) **[Signed] Order Granting Motion for Leave to File Supplement to Libby Claimants' Objection to First Amended Joint Plan of Reorganization [Filed: 7/10/09] (Docket No. 22386)**

Response Deadline: July 17, 2009, at 4:00 p.m.

Responses Received:

- a. **Debtors' Response to Libby Claimants' Motion for Leave to File Supplemental Objections to First Amended Joint Plan of Reorganization [Filed: 7/17/09] (Docket No. 22508)**

Status: This matter will go forward.

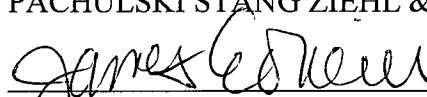
[Remainder of Page Intentionally Left Blank]

Dated: July 21, 2009

KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Theodore L. Freedman
Citigroup Center
601 Lexington Avenue
New York, NY 10022-4611
(212) 446-4800

-and-

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
Wilmington, DE 19801
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession